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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION

FRANCIE E. MOELLER, et al.,

Plaintiffs,

vs.

TACO BELL CORP.,

Defendant.

CASE NO. C 02-5849 PJH NC

**DECLARATION OF MATTHEW SHAW
IN SUPPORT OF TACO BELL CORP.'S
NOTICE OF MOTION AND MOTION TO
RECONSIDER IMPOSITION OF CLASS-
WIDE INJUNCTIVE RELIEF**

JUDGE: Hon. Phyllis J. Hamilton

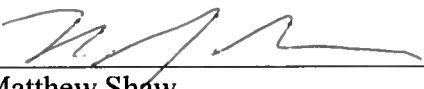
DECLARATION OF MATTHEW SHAW

I, Matthew Shaw, declare:

I am Director of Development for defendant Taco Bell Corp. ("Taco Bell"), a party to this action. I have personal knowledge of the facts set forth herein, and could and would competently testify if called upon as a witness. I file this declaration in support of Taco Bell Corp.'s Notice of Motion And Motion To Reconsider Imposition Of Class-Wide Injunctive Relief.

1. Taco Bell owned 215 stores in California in September of 2005.
2. As of today, Taco Bell owns only 179 stores in California, having sold or closed 36 stores since September of 2005.
3. Taco Bell plans to sell 138 of its current California stores to franchisees between today and the beginning of 2013, which will reduce its ownership to 41 California stores.
4. Of the 138 stores that Taco Bell has identified for sale, it has obtained signed purchase commitments for 40.
5. Furthermore, Taco Bell has identified willing buyers, and is engaged in active negotiation for the sale of an additional 98 restaurants.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct and that this Declaration was executed this 29 day of August, 2012.


Matthew Shaw